

RECORDATION NO. 27889-^A
FEB 12 '10 -8 00 AM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A LESTER

February 12, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Re: RBSAF No. 98-046

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF No. 98-046), dated as of February 9, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Lease (RBSAF No. 98-046) previously filed with the Board under Recordation Number 27889.

The names and addresses of the parties to the enclosed document are:

Assignor:	RBS Asset Finance, Inc. 480 Jefferson Blvd. Warwick, RI 02886
Assignee:	People's Capital and Leasing Corp. 255 Bank Street Waterbury, CT 06702

Section Chief
February 12, 2010
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A description of the railroad equipment covered by the enclosed document is:

1 piece of maintenance of way equipment: Plasser BDS-100/200 Ballast Distribution System S/N 3320/3321.

A short summary of the document to appear in the index is.

Memorandum of Lease Assignment (RBSAF No. 98-046).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27889 - A FILED

FEB 12 '10 -8 00 AM

MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of February 9, 2010, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and People's Capital and Leasing Corp., a Connecticut corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 046, dated as of December 21, 2007 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By Soula Perakis

Name Soula Perakis

Title Assistant Vice President

PEOPLE'S CAPITAL AND LEASING CORP.,
Assignee

By Melissa A. Curtis 01247K

Name Melissa A. Curtis

Title Vice President

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakis, its Assistant Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 9th day of February, 2010.



Notary Public
Jeffrey P. Lanigan

State of Connecticut)
) ss:
County of New Haven)

BEFORE ME, a Notary Public in and for said County and State, personally appeared People's Capital and Leasing Corp., a Connecticut corporation (the "Corporation"), by Melissa Curtis, its Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Waterbury, CT this 9th day of February, 2010.



Notary Public

JEFF JABLON
Notary Public-Connecticut New Haven County
My Commission Expires March 30, 2012

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 046.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 046 is 84 months commencing as of January 15, 2008.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 046 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Plasser	BDS-100/200	Ballast Distribution System	3320/3321	X9000007-X9000008

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated.

2/12/10



Robert W Alvord